

CERTIFICATE OF MEMBERS

OF

TD DEVELOPMENT, LLC

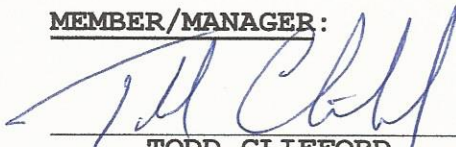
The undersigned, being the sole member and manager of **TD DEVELOPMENT, LLC**, an Ohio limited liability company (the "LLC"), do hereby certify that Exhibit "A" attached hereto is a true, complete and correct copy of Resolutions duly adopted by the LLC at the meeting of the LLC held on December 4, 2013, which meeting was duly called and convened and at which a quorum participated throughout, and the undersigned does hereby

FURTHER CERTIFY, that the undersigned is the only member and manager of the LLC, that the attached Resolutions are entered in the minutes of the proceedings of the LLC, that the attached Resolutions are in full force and effect and have not been superseded, modified or amended, and that the attached Resolutions are not in conflict with or contrary to any resolution or other agreement of the LLC.

FURTHER CERTIFY, that the LLC is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as follows:

MEMBER/MANAGER:



TODD CLIFFORD



STATE OF NEW YORK)
COUNTY OF Montgomery SS:

On this 5th day of December, 2013, before me the undersigned, a notary public in and for said State, personally appeared **TODD CLIFFORD**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed this instrument.

Linda S. Smith
NOTARY PUBLIC

